

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
v.)	C. A. No. 05-298-JJF
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHEFSKY, E. JOHN P. BROWNE,)	
D. JAMES GUZY, REED E. HUNDT,)	<u>PUBLIC VERSION</u>
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANREW S. GROVE,)	
and INTEL CORPORATION,)	
)	
Defendants.)	

**DECLARATION OF CHARLENE BARSHEFSKY
IN SUPPORT OF DEFENDANTS' OPPOSITION
TO MOTION FOR SUMMARY JUDGMENT**

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Attorneys for Defendants

Dated: July 25, 2005
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
vs.)	Case No.: 05-298 (JJF)
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHIEFSKY, E. JOHN P. BROWNE,)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANDREW S. GROVE, and)	
INTEL CORPORATION,)	
)	
Defendants.)	

**DECLARATION OF CHARLENE BARSHIEFSKY IN SUPPORT OF
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT**

I, Charlene Barshefsky, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

Background

2. I have been a member of the Board of Directors ("Board") of Intel Corporation ("Intel") since January 2004. I currently serve as a member of the Board's Finance Committee and Retirement Plans Investment Policy Committee.

3. I currently serve as a director of the American Express Company, the Estee Lauder Companies Inc., and Starwood Hotels & Resorts Worldwide, Inc. I also serve as a director of the Council on Foreign Relations.

4. From 1997 to 2001, I served as the United States Trade Representative and as a member of the President's cabinet.

5. I am currently Senior International Partner at Wilmer Cutler Pickering Hale and Dorr LLP in Washington, D.C. I am a licensed attorney, and a member of the District of Columbia bar. I earned a Juris Doctor degree from the Catholic University of America, Columbus School of Law, in 1975, and a Bachelor's degree from the University of Wisconsin in 1972.

My Service on the Intel Board

6. I am an "independent" director in accordance with the published listing requirements of NASDAQ. Because I am not an Intel officer, I am not eligible to receive any payment under the Executive Officer Incentive Program ("EOIP").

7. In 2004, I received an annual cash retainer of \$60,000 for service on Intel's Board. During 2004, I was granted an option to purchase a total of 15,000 shares at an exercise price of \$27.53 per share. I was also granted a prorated stock option grant reflecting my period of service on the Board from my appointment in January 2004 to my election by stockholders in May 2004, to purchase a total of 5,000 shares at an exercise price of \$32.06 per share. Intel also reimburses me for my travel and related expenses in connection with attending Board meetings and Board-related activities. Intel has also provided me with a computer for my personal use.

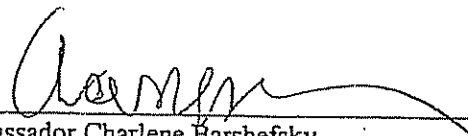
The 2005 Proxy Statement

REDACTED

REDACTED

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July ²⁰__, 2005


Ambassador Charlene Barshefsky

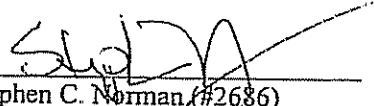
IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CERTIFICATE OF SERVICE

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